

**MEMORANDUM OF ASSIGNMENT AGREEMENT (CONRAIL 1995A-X)**

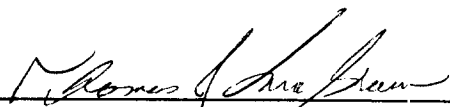
Memorandum of Assignment Agreement made and entered into as of June 27, 1995, by and between Consolidated Rail Corporation, a Pennsylvania corporation ("*Assignor*"), and Blue Locomotive Lease Co., Ltd., a Cayman Islands corporation ("*Assignee*").

**WITNESSETH:**

The undersigned have entered into that certain Assignment Agreement (Conrail 1995A-X) (the "*Assignment Agreement*"), dated as of June 27, 1995, by which Assignor has assigned its right, title and interest in and to the Purchase Agreement described in said Assignment Agreement to Assignee. The Purchase Agreement referred to in the Assignment Agreement covers certain locomotives including, without limitation, those bearing road numbers as listed on Exhibit A attached hereto.


IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized on the date and year first above written.

**CONSOLIDATED RAIL CORPORATION**

By   
Name: Thomas J. McGraw  
Title: Director-Financing

Executed on this 23<sup>rd</sup> day of June, 1995.

**BLUE LOCOMOTIVE LEASE CO., LTD.**

By   
Name: F. Jan Blaustein  
Title: President

Executed on this 22 day of June, 1995.

STATE OF Arizona )  
COUNTY OF Shila ) SS.:

On this, the 23 day of June, 1995, before me, a Notary Public in and for said County and State, personally appeared Thomas J. McGraw, who being by me duly sworn, says that he is the Director-Financing of CONSOLIDATED RAIL CORPORATION, that said instrument was signed on June 23, 1995, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

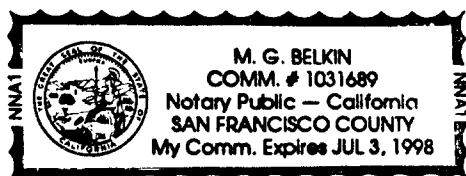
IN WITNESS WHEREOF, I have hereunder set my hand and official seal on the date above mentioned.

Loretta Dandridge  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires \_\_\_\_\_  
NOTARIAL SEAL  
LORETTA DANDRIDGE, Notary Public  
City of Philadelphia, Phila. County  
My Commission Expires Sept. 21, 1998

STATE OF California )  
COUNTY OF San Francisco ) SS.:

On this, the 22 day of June, 1995, before me, a Notary Public in and for said County and State, personally appeared F. Jan Blaustein, who being by me duly sworn, says that she is the President of BLUE LOCOMOTIVE LEASE CO., LTD., that said instrument was signed on June 22, 1995, on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



M. G. Belkin  
Name: M. G. Belkin  
Notary Public  
My Commission Expires: 7/3/98

## **EXHIBIT A**

### **UNITS**

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>ROAD NUMBERS</b>
<b>General Motors Corporation (Electro- Motive Division) Model SD60I Diesel Electric Locomotives</b>	<b>Twenty-five (25)</b>	<b>5589 through 5613, inclusive</b>